

Restoration Hardware Holdings Inc
 Form 4
 December 24, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALBERINI CARLOS

2. Issuer Name and Ticker or Trading Symbol
Restoration Hardware Holdings Inc [RH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE J

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CORTE MADERA, CA 94925

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V Amount		
Common Stock	12/22/2014		S	D	\$ 6,230 (1) 95.65 (2) (3)	D	
Common Stock	12/22/2014		S	D	\$ 770 (1) 96.47 (4)	D	
Common Stock	12/22/2014		S	D	\$ 11,570 (1) 95.65 (3)	I	By Trust (7)

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Common Stock	12/22/2014	S	1,430 (1)	D	\$ 96.47 (4)	238,414	I	By Trust (7)
Common Stock	12/23/2014	S	3,049 (1)	D	\$ 96.66 (5)	351,392	D	
Common Stock	12/23/2014	S	3,951 (1)	D	\$ 97.12 (6)	347,441	D	
Common Stock	12/23/2014	S	5,662 (1)	D	\$ 96.66 (5)	232,752	I	By Trust (7)
Common Stock	12/23/2014	S	7,338 (1)	D	\$ 97.12 (6)	225,414	I	By Trust (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBERINI CARLOS C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE J	X			

CORTE MADERA, CA 94925

Signatures

/s/ Edward T. Lee as

Attorney-In-Fact

12/24/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

All of the transactions reported on this form were executed pursuant to a Rule 10b5-1 plan (the "Plan") under the Securities Exchange Act of 1934, as amended. The Plan was entered into by Carlos Alberini, in his individual capacity and on behalf of the Carlos E. Alberini

(1) Family Trust, on October 7, 2014, following the termination of the reporting person's previous Rule 10b5-1 plan in accordance with its terms. Under the Plan, the reporting person will be able to sell up to 386,791 shares of common stock beginning December 22, 2014, and ending no later than October 21, 2015.

The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full

(2) information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) through (6) to this Form 4.

(3) This transaction was executed in multiple trades ranging from \$95.08 to \$96.07. The price reported above reflects the weighted average sale price.

(4) This transaction was executed in multiple trades ranging from \$96.17 to \$97.09. The price reported above reflects the weighted average sale price.

(5) This transaction was executed in multiple trades ranging from \$95.94 to \$96.94. The price reported above reflects the weighted average sale price.

(6) This transaction was executed in multiple trades ranging from \$96.95 to \$97.43. The price reported above reflects the weighted average sale price.

(7) By Carlos E. Alberini, as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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